

RECORDATION NO. 18905-N

DEC 10 1996

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RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 10 3 35 PM '96

December 10, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Partial Termination of Security Agreement, dated as of December 6, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 18905.

The name and address of the party to the enclosed document are:

Secured Party: NationsBank, N.A.
1111 East Main Street
Richmond, VA 23219

A description of the railroad equipment covered by the enclosed document is:

5 locomotives bearing reporting marks and road numbers HATX 930,
HATX 931, HATX 934, HATX 935 and HATX 937.

Spec.

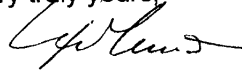
Countryport

Mr. Vernon A. Williams
December 10, 1996
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Also enclosed is a check in the amount of \$22.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/khb
Enclosures

RECORDATION NO. 18905-IV

DEC 6 1996

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of December 6, 1996, by NationsBank, N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the five (5) locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates is planning to sell the Units to third parties as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the STB and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This release shall have no effect on the Agent's security interest in and lien on any collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Partial Termination on the date indicated below its signature.

NATIONSBANK, N.A., as Agent

By: E. Thomas Goggin

Title: Senior Vice President

Date: 12/6/96

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STATE OF VIRGINIA

)

)S.S.

COUNTY OF

Richmond

)

City

On this 6 day of December, 1996, before me, personally appeared E. TURNER COGGIN to me personally know, who being by me duly sworn, says that he is a SENIOR VICE PRESIDENT of NATIONSBANK, N.A., that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Mary Ellen Telle
Notary Public

My Commission Expires:

10/31/98

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EXHIBIT ADescription of the Units:

Five (5) EMD Model SD40-3, six (6) axle, 3000 horsepower locomotives equipped with Woodward Governor Complete Locomotive Control Microprocessors; formerly EMD Model SD45-T2 rebuilt in 1984 and 1985 by Southern Pacific Railway Company.

Reporting Marks & Numbers:

New:	Old:	Original:
DMIR 410	HATX 930	SP 6771
DMIR 411	HATX 931	SP 6777
DMIR 412	HATX 934	SP 6781
DMIR 413	HATX 935	SP 6783
DMIR 414	HATX 937	SP 6792

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